

United States Bankruptcy Court
Northern District of California

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	13	\$30,193,392.05		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$16,911.02	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		\$44,807,332.56	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	Yes	1			See Business Income & Expense Form
J - Current Expenditures of Individual Debtor(s)	Yes				See Business Income & Expense Form
TOTAL		33	\$30,193,392.05	\$44,824,243.58	

United States Bankruptcy Court
Northern District of California

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☒ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
TOTAL	\$

State the following:

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	\$

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$
4. Total from Schedule F		\$
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$

In re **Exigen (USA), Inc.**

Case No. **13-32281**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > 0.00 (Total of this page)

Total > 0.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Debtor did not possess any cash on hand on the date of filing.	-	0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Silicon Valley Bank (Business Operating Account; Acct No. XXXXXX3836) 3003 Tasman Drive Santa Clara, CA 95054 (Balance \$-1,063.24 as reflected on the October 17, 2013 statement) [Account closed on October 30, 2013]	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > **0.00**
(Total of this page)

6 continuation sheets attached to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Automobile Liability Insurance Coverage Policy No. XXXXXX-3726 Effective: 10/1/2012-10/1/2013 Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105 Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059 /	-	Unknown
		Commercial Umbrella Policy (General Liability Insurance, Employee Benefits Liability, Foreign Automobile Liability, Foreign Employers Liability, Non-Owned & Hired Auto Liability Policy No. XXXXXX-1878 Effective: 10/1/2012-10/1/2013 Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105 Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059 /	-	Unknown
		Customary Classic Insurance Program (Property Insurance and Liability Insurance) Policy No. XXXXXX-7WUC Effective: 10/1/2012-10/1/2013 Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105 Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059 /	-	Unknown

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 6 continuation sheets attached
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Worker's Compensation and Employers' Liability Policy Policy No. XXXXXX-6402 Effective: 10/1/2012-10/1/2013 Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105 Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059	-	Unknown
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.		Debtor is the administrator of 401(k) plan for employees of Exigen Group. Debtor has not and does not presently have an interest in the plan, except for the use of the Debtor's federal tax identification number. Debtor's former employees did not participate in plan. Debtor does not contribute to plan on behalf of any employees. /	-	0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		599,432 Common Stock in Return on Intelligence, Ltd. n/k/a Exigen Services, Ltd. (Bermuda Private Exempt Company, IT Management Consulting Firm) Return on Intelligence, Ltd. 2520 Renaissance Blvd, Suite 120 King of Prussia, PA 19406 Value of Shares as of April 1, 2013: \$0.014 per share /	-	8,392.05

Sub-Total > **8,392.05**
(Total of this page)

Sheet 2 of 6 continuation sheets attached
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
Other Assets: Loans to Portfolio Companies				
		Estimated book value \$1,687,000.00. See list attached to Schedule B as Exhibit "1" and incorporated by reference.	-	Unknown
		/		
		Debtor was the 100% owner of the following subsidiaries, none of which is operating:	-	0.00
		Mobilae, Inc. Exigen Services, Inc. IntelliEngine, Inc.		
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable	-	150,000.00
		[Collectibility unknown/uncertain - \$100,000.00-\$200,000.00 possibly collectable]		
		Estimated book value \$7,311,902.00. See list attached to Schedule B as Exhibit "2" and incorporated by reference.		
		/		
		Other Receivables - Related party receivable	-	Unknown
		Estimated book value \$13,719.00. [Collectibility Unknown]		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
Sub-Total >				150,000.00
(Total of this page)				

Sheet **3** of **6** continuation sheets attached
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Litigation: Exigen (USA), Inc., et al, v. Genesys Telecommunication Laboratories, Inc. Superior Court of the State of California In the County of San Mateo Case No. CIV-481741 Estimated Total \$30 million in recovery in 1-3 years. Debtor's share of recovery unknown. NEED UPDATE FIGURE FROM P. GREGORY /	-	30,000,000.00
22. Patents, copyrights, and other intellectual property. Give particulars.		BPU (Trademark, Tradename or Service Mark) Registration/Application Nos. CTM - 3,059,953 (2/18/2003) The Debtor believes this to have no significant value. /	-	Unknown
		Business Process Utility (Trademark, Tradename or Service Mark) Registration/Application Nos. CTM - 3,059,144 (2/18/2003) The Debtor believes this to have no significant value. /	-	Unknown
		Intellectual Property: Trade secrets regarding the technology, methodologies and know-how with respect to Computer Telephony Integration "CTI" system integration. Hosting applications and the implementation of call centers and software platforms for back office operations for a variety of industries. Debtor believes this to have no significant value. /	-	Unknown

Sub-Total > **30,000,000.00**
(Total of this page)

Sheet **4** of **6** continuation sheets attached
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		License to Genesys Telecommunications Laboratories, Inc.'s Call Center Licenses acquired through Strategic Partnership Agreement executed in December 1, 2000 and amended on August 17, 2002 to include Debtor. Debtor believes this to have no significant value.	-	Unknown
		/		
		Visiflow (Trademark, Tradename or Service Mark) Registration/Application Nos. US - 1,993,930 (8/13/1996) Dead/Cancelled May 19, 2007 The Debtor believes this to have no significant value.	-	Unknown
		/		
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Furnishings 345 California St., 22nd Floor San Francisco, CA 94104	-	35,000.00
		See list attached to Schedule B as Exhibit "2" and incorporated by reference.		
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
			Sub-Total >	35,000.00
			(Total of this page)	

Sheet **5** of **6** continuation sheets attached
to the Schedule of Personal Property

In re **Exigen (USA), Inc.**

Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >0.00

(Total of this page)

Total >30,193,392.05

EXHIBIT 1

to Schedule B

Exigen (USA), Inc.

OTHER ASSETS - Loans to portfolio companies

(as of November 15, 2013)

Company	Total
EBIT	\$ 200,000.00
Elite	\$ 207,000.00
EM US	\$ 238,000.00
EMAM	\$ 900,000.00
ExS	\$ 125,000.00
CC	\$ 17,000.00
Grand Total	\$ 1,687,000.00

EXHIBIT 2

to Schedule B

Exigen USA, Inc.
ACCOUNTS RECEIVABLE
as of November 15, 2013

Collabra Inc	241,795
EbIT	872,877
Elite	220,443
EMAM	250,344
Exifast Collabra	3,423,836
Exifast_ Inc.	79,482
Exigen Canada Inc	614
Exigen Capital Management LLC	1,021,905
Exigen Communications Services	18,028
Exigen Expert Markets	471,647
Exigen Expert markets Canada	9,981
Exigen Insurance Solutions	46,752
Exigen Services Ltd.	645,241
Locust Walk Capital	120
ROYALTY SERVICES LP	8,839
 Total	 7,311,902

EXHIBIT 3

to Schedule B

<u>Furniture</u>	<u>Vendor</u>	<u>Units Present</u>	<u>Current Market Value</u>
Offices furniture 22d fl	HOGUE	27	\$ 20,000.00
Teknion workstation	Office Depot	21	
Reception desk	LIMN	1	
Glass marker boards	Office Depot	4	
Low BCK Guest Chairs	Office Depot	4	
Executive Leather chars	Office Depot	25	
Posture Chairs	Office Depot	25	
Refrigerator	Rainbowappliance.com	1	
		Current Market Value	<u>\$ 15,000.00</u>
		Total Value of Office Furnishings	\$ 35,000.00

Debtor

Case No. 13-32281

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

□ 11 U.S.C. § 522(b)(2)

□ 11 U.S.C. § 522(b)(3)

☐ Check if debtor claims a homestead exemption that exceeds \$155,675.*

[illegible]

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							0.00	0.00

0 continuation sheets attached

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Unpaid Wage Claim					
CA Department of Labor and Industries 455 Golden Gate Avenue, 9th Floor San Francisco, CA 94102	-						577.00	0.00
								577.00
Account No.			2011-2012					
City & County Tax Collector Business Tax Dept Attn: Bureau of Delinquent Revenue P.O. Box 7425 San Francisco, CA 94120-7425	-		Payroll Taxes				12,592.00	0.00
								12,592.00
Account No. xx-xxx7507			2012					
Department of Treasury Internal Revenue Service Ogden, UT 84201-0030	-		Unpaid Payroll Taxes				2,583.05	0.00
								2,583.05
Account No. xxxxxxx4608			5/2013					
Employment Development Dept. P.O. Box 989061 West Sacramento, CA 95798-9061	-		Interest on Liability				337.00	0.00
								337.00
Account No. xxxxxx9XXX			2013					
State of California Franchise Tax Board Section MS A340 Post Office Box 2952 Sacramento, CA 95812	-		Corporate Taxes				821.97	0.00
								821.97

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

16,911.02 **0.00**
16,911.02

Total

(Report on Summary of Schedules)

16,911.02 **0.00**
16,911.02

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. xxx0352 ADP Commercial Leasing P.O. Box 34656 Newark, NJ 07189			2009 Vendor Services				4,600.00
Account No. Bouchard Margules & Friedlander, P.A. 222 Delaware Ave Suite 1400 Wilmington, DE 19801			June 2012 - March 2013 Legal Services				148,645.00
Account No. Codan Services Limited Clarendon House P.O. Box HM 1022 Hamilton, HM, DX BERMUDA			April 1, 2013 - June 30, 2013 Corporate and Administrative Services			X	16,635.00
Account No. Conyers Dill & Pearman Limited Clarendon House, 2 Church St P.O. Box HM 666 Hamilton, HM, CX BERMUDA			2012 Legal Services				300.00
Subtotal (Total of this page)							170,180.00

9 continuation sheets attached

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		May 2011 Vendor Services				
Corporation Service Company P.O. Box 13397 Philadelphia, PA 19101-3397	-					363.00
Account No.		March 2010 - July 2013 Legal Services associated with Genesys Telecommunications Laboratory, Inc. lawsuit				
Cotchett Pitre & McCarthy LLP San Francisco Airport Office Ctr 840 Malcolm Road Suite 200 Burlingame, CA 94010	-					23,026.00
Account No.		October 15, 2012 Vendor Service - 401(k) Auditors				
Cote & Company 703 Market Street Suite 600 San Francisco, CA 94103	-					5,000.00
Account No. 1800		April 26, 2009 Consulting Fees				
DeWinter Consulting, Inc. 1999 S. Bascom Ave., Suite 210 Campbell, CA 95008	-					3,297.00
Account No. x3540		February 2013 - August 2013 Vendor Services				
Document Technologies, LLC 64 West 48th Street 6th Floor New York, NY 10036	-					177,806.13
Sheet no. <u>1</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						209,492.13

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. EBIT 345 California Street 22nd Floor San Francisco, CA 94104	-	Claim by affiliate for employee services provided to Debtor and/or payments made on Debtor's behalf.				41,393.00
Account No. Employment Screening Resources 7110 Redwood Blvd. Suite C Novato, CA 94945	-	March - June 2012 Recruiting Fees				2,594.00
Account No. Equinox Fitness Clubs P.O. Box 1774 New York, NY 10156-1774	-	August 2012 - January 2013 Membership Fees				7,147.00
Account No. Esther Carlson 8018 Creekside Drive Dublin, CA 94568	-	June 30, 2012 Services Rendered			X	2,683.00
Account No. ExiFAST Collabra 345 California Street 10th Floor San Francisco, CA 94104	-	December 2010 - January 2013 Vendor Services				933,251.00
Sheet no. 2 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 987,068.00

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Exigen Capital Management, LLC 345 California Street 22nd Floor San Francisco, CA 94104		-	January 2009 - April 2013 Claim by affiliate for employee services provided to Debtor and/or payments made on Debtor's behalf.			532,996.00
Account No.						
Exigen Capital Management, LLC 345 California Street 22nd Floor San Francisco, CA 94104		-	Long-Term Debt			11,221,427.00
Account No. xxxx/6550						
Exigen Elite 345 California Street 10th Floor San Francisco, CA 94104		-	February 20, 2010 - January 30, 2013 Claim by affiliate for employee services provided to Debtor and/or payments made on Debtor's behalf.			374,944.00
Account No. 5015						
Exigen Insurance Solutions, Inc. 345 California Street 10th Floor San Francisco, CA 94104		-	January 30, 2013 Claim by affiliate for employee services provided to Debtor and/or payments made on Debtor's behalf.			28,565.00
Account No.						
Exigen Insurance Solutions, Inc. 345 California Street 10th Floor San Francisco, CA 94104		-	Long-Term Debt			577,370.00
Sheet no. <u>3</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						12,735,302.00

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		May 2011 - October 2012				
Exigen Services, LTD. 345 California Street 10th Floor San Francisco, CA 94104	-	Claim estimated by affiliate for employee services provided to Debtor.			X	7,000,000.00
Account No.		Long-Term Debt				
Exigen Services, LTD. 345 California Street 10th Floor San Francisco, CA 94104	-					337,446.00
Account No.		September 13, 2009 - July 31, 2012				
Expermarkets Canada, Inc. 345 California Street 10th Floor San Francisco, CA 94104	-	Hosting and Support Services				339,225.00
Account No.		Long-Term Debt				
Expermarkets Canada, Inc. 345 California Street 10th Floor San Francisco, CA 94104	-					8,411.00
Account No. xx4848		January 6, 2009				
Financial Executives International 200 Campus Drive Florham Park, NJ 07932-0674	-	Membership Fees				495.00
Sheet no. 4 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 7,685,577.00

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		December 10, 2008 - March 2, 2011 Legal Services				
Fliesler Meyer LLP 410 Pacific Avenue San Francisco, CA 94133	-				X	20,182.00
Account No. xxx6370		March 30, 2013 Telephone Service				
Globalinx P.O. Box 749682 Los Angeles, CA 90074	-					753.43
Account No. 987		2001 Admin Fee for 2011 Plan Year				
Golden Gate Retirement Consultants 1250 Bayhill Road Suite 100 San Bruno, CA 94066	-					1,190.00
Account No.		February 2009 Legal Services				
Gordon & Rees, LLP 275 Battery Street Suite 2000 San Francisco, CA 94111	-					4,743.00
Account No. xxx4475		November 8, 2009 Legal Services				
Greenberg Traurig LLP 4 Embarcadero Center Suite 3000 San Francisco, CA 94111-5983	-				X	46,521.00
Sheet no. 5 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						73,389.43

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Greg Shenkman 28 Meadow Hill Drive Tiburon, CA 94920	-	2009 Reimbursement Claim			X	22,500.00
Account No. x0114 Haarmann Neue Mainzerstrabe 75 Frankfurt GERMANY 60311	-	August - December 2010 Legal Services				27,186.00
Account No. xxx7585 Iron Mountain P.O. Box 27131 New York, NY 10087-7131	-	June 12, 2013 Vendor Services				3,200.00
Account No. John P. Stigi, III, Esquire Sheppard, Mullin, Richter & Hampton, LLP 1901 Avenue of the Stars, 16th Floor Los Angeles, CA 90067	-	Notice Only (Attorney for Genesys Telecommunications Laboratories, Inc.)				0.00
Account No. KBHT Kalus & Hilger PromenadenstraBe 1 D-41460 Neuss GERMANY	-	April 2013 - February 2013 Tax Consultants				13,418.00
Sheet no. 6 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 66,304.00

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			April 16, 2009 - August 27, 2010 Consulting Fees regarding Patent Drawing				9,219.00	
Lexence Advocaten & Notarissen Peter Van Anrooystraat 7 Postbus 1076 DA Amsterdam NEDERLAND	-					X		
Account No.			January 22, 2010 Legal Services				16,250.00	
Lextron Systems, Inc. 20264 Ljepava Drive Saratoga, CA 95070	-					X		
Account No.			Reimbursement for Expenses				5,000.00	
Octopus Investments, Inc. 20 Old Bailey LONDON, EC4M 7AN	-							
Account No.			August - September 2010 Accounting Services				4,584.00	
Rowbothan & Company LLP 101 Second Street Suite 1200 San Francisco, CA 94105	-					X		
Account No.			October 21, 2011 Compliance Services				330.00	
Sharon Moe Benefit Com Services 26248 Enterprise Court Lake Forest, CA 92630	-							
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	35,383.00

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		March 10, 2006 - January 12, 2007				15,397.00
Simmons & Ungar, LLP 351 California Street Suite 1300 San Francisco, CA 94104	-	Legal Services				
Account No. xxxxx9429		February 20, 2013 - June 20, 2013				9,929.00
T-Mobile P.O. Box 51843 Los Angeles, CA 90051-6143	-	Cellular Bill				
Account No. xxx4176		September 23, 2011				210.00
The State Insurance Fund Disability Benefits P.O. Box 5261 Binghamton, NY 13902-5261	-	Insurance Fees				
Account No.		October 26, 2009				327.00
Theodore Garcia 1025 Vista Grande Street Binghamton, NY 13902-5261	-	Expense Reimbursement				
Account No.		March 1, 2012 - October 31, 2012				359,367.00
Time Warner One Time Warner Center Attn: Director of Real Estate Services New York, NY 10019-8016	X -	Unpaid Rent from business location at 75 Rockefeller Plaza, New York, NY. (Debtor evicted from location as of March, 2012.)				
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						385,230.00
Subtotal (Total of this page)						385,230.00

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
TW Telecom, Inc. P.O. Box 172567 Denver, CO 80217-2567						
		March 2013 Telecommunications				18,019.00
Account No.						
Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019	X	6/30/2004 Order granting motion for default judgment Entered 10/17/2013. (Corrected order granting default judgment entered 10/18/2013) [See Statement of Financial Affairs, Item 4(a) for further details.]			X	22,440,990.00
Account No. xxxxxx52-RI						
Wolters Kluwer Businesses Corporate Legal Services Wanut Creek Corp, Team 1 1350 Treat Blvd., Suite 100 Walnut Creek, CA 94597		Legal Services				398.00
Account No.						
Account No.						
Sheet no. <u>9</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						22,459,407.00
						Total (Report on Summary of Schedules)
						44,807,332.56

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
EquaTrax, L.P. f/k/a Royalty Services, L.P.	Any rights that may exist under SRP - Services Agreement, dated June 30, 2004, between Exigen (USA), Inc. and EquaTrax, L.P. (f/k/a Royalty Services, L.P.).
EquaTrax, L.P. f/k/a Royalty Services, L.P.	Any rights that may exist under Development Agreement, dated June 30, 2004, by and among Debtor, EquaTrax, L.P. (f/k/a Royalty Services, L.P.), Universal Music Group, Inc. and Warner Music Group, Inc., as amended.
Genesys Telecommunications Laboratories, Inc. c/o Sheppard Mullin Richter & Hampton 1901 Avenue of the Stars, 16th Floor Los Angeles, CA 90067	Any rights that may exist under Strategic Partnership Agreement, dated as of December 1, 2000 by and between Genesys Telecommunications Laboratories, Inc. on the one hand and Exigen (USA), Inc. and Exigen Properties, Inc. on the other hand, as amended.
Iron Mountain P.O. Box 27131 New York, NY 10087-7131	Perpetual Source Code Escrow Agreement and Object Code Escrow Agreement by and between Iron Mountain and Debtor dated June 30, 2004.

In re **Exigen (USA), Inc.**

Case No. **13-32281**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
TW Telecom, Inc. P.O. Box 172567 Denver, CO 80217-2567	Contracts for telephone and internet services and equipment at the following locations and dates: Location: 345 California Street, 10th Floor, San Francisco, CA 94104 1 - Contract for Individual Telephone Number Beginning Date: 09/16/2009 and Ending Date 09/18/2014 2 - Contract for Local Loop Charge Beginning Date: 09/18/2009 and Ending Date 09/18/2014 3 - Contract for Voice T1 Meas 2way 60 Beginning Date: 09/16/2009 and Ending Date 09/18/2014 4 - Contract for Internet Transport 100 Mbps Beginning Date: 03/05/2010 and Ending Date 03/04/2015 5 - Contract for Internet Access 80 Mbps Beginning Date: 03/05/2010 and Ending Date 03/04/2015 Location: 755 Secaucus Road, Secaucus, NJ 07094 1 - Contract for Internet Transport 100 Mbps Beginning Date: 03/08/2013 and Ending Date 03/07/2015 5 - Contract for Internet Access 10 Mbps Beginning Date: 03/08/2010 and Ending Date 03/07/2015

In re **Exigen (USA), Inc.**Case No. **13-32281**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Exigen (BVI), Inc. 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
Exigen (Canada), Inc. 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
Exigen Latvia (SWH Tehnologija) 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.

In re **Exigen (USA), Inc.**

Case No. **13-32281**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Exigen Properties, Inc. 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
Exigen, Ltd. 345 California Street, 22nd Floor San Francisco, CA 94104	Time Warner One Time Warner Center Attn: Director of Real Estate Services New York, NY 10019-8016 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
Exigen, Ltd. 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.

**United States Bankruptcy Court
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**

Chapter **11**

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income For Prior to Filing (2013 YTD Gross Income - per Profit and Loss Statement dated March, 2013): **\$-571,585.00**

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income \$ **0.00**

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor) \$ **0.00**

4. Payroll Taxes **0.00**

5. Unemployment Taxes **0.00**

6. Worker's Compensation **0.00**

7. Other Taxes **0.00**

8. Inventory Purchases (Including raw materials) **0.00**

9. Purchase of Feed/Fertilizer/Seed/Spray **0.00**

10. Rent (Other than debtor's principal residence) **0.00**

11. Utilities **0.00**

12. Office Expenses and Supplies **0.00**

13. Repairs and Maintenance **0.00**

14. Vehicle Expenses **0.00**

15. Travel and Entertainment **0.00**

16. Equipment Rental and Leases **0.00**

17. Legal/Accounting/Other Professional Fees **0.00**

18. Insurance **0.00**

19. Employee Benefits (e.g., pension, medical, etc.) **0.00**

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION

TOTAL

21. Other (Specify):

DESCRIPTION

TOTAL

22. Total Monthly Expenses (Add items 3-21) \$ **0.00**

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ **0.00**

**United States Bankruptcy Court
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President and Treasurer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **27** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **November 19, 2013**

Signature **/s/ Alexander Novak**

Alexander Novak

President and Treasurer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$-573,552.00

SOURCE
**2013 YTD Income
(January - October 17, 2013)**

**Gross Income: \$-571,585.00 (per Profit & Loss Statement dated March 2013).
Net Income: \$-573,552.00 (per Profit and Loss Statement dated March 2013).**

To be provided.

**2012 Income
(January - December)**

**Gross Income: Unknown
Net Income: Unknown**

**(Debtor is unable to access financial information to file tax returns and/or
compile a profit and loss statement for 2012)**

AMOUNT
\$6,312,123.00

SOURCE
2011 Income
(January - December 2011)

Gross Income: \$6,312,123.00
Net Income: \$-474,846.00

2. Income other than from employment or operation of business

None
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None
☒

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITOR

DATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None
☒

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERS

AMOUNT
PAID OR
VALUE OF
TRANSFERS

AMOUNT STILL
OWING

None
☒

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWING

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

4. Suits and administrative proceedings, executions, garnishments and attachmentsNone
☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**CAPTION OF SUIT
AND CASE NUMBER**

Universal Music Investments, Inc., a California corporation v. Exigen (USA), Inc., a California corporation; Case No. 10C-02-044-FSS

**NATURE OF
PROCEEDING**
**Breach of
Contract**

**COURT OR AGENCY
AND LOCATION**
New Castle County Superior Court
State of Delaware
500 North King Street
Wilmington, DE 19801

**STATUS OR
DISPOSITION**
Order entered
October 17,
2013 in the
amount of
\$22,440,900.0
0. Corrected
Order
granting
Motion for
Default
Judgment
entered by
court on
October 18,
2013. Validity
of judgment
is disputed by
Debtor.

/

Universal Music Investments, Inc. v. Exigen (USA), Inc., et al.
Case No. CA 8875

**Fraudulent
Transfer / Breach
of Contract**

Court of Chancery - Sussex County
34 The Circle
Georgetown, DE 19947

Pending

/

Exigen Properties, Inc.; Exigen Services, LTD.; Exigen Services (USA), Inc.; Exigen (USA), Inc.; Exigen Ltd.; Exigen (Canada), Inc.; Exigen Latvia (SWH Tehnologija); Exigen Europe, BV; Exigen Deutschland GmbH; Exigen Services Europe Limited; Exigen East B.V.; Exigen Services Pacific PTY Limited; Exigen Services, LLC; Foreign Enterprise Exigen Services v. Genesys Telecommunications Laboratories, Inc. and Does 1-25; Case No. CIV-481741

**Unfair
Competition /
Trade Libel /
Defamation /
Misappropriations
of Trade Secrets
/ Unjust
Enrichment**

San Mateo County Superior Court
Southern Branch
400 County Center, 2nd Floor
Redwood City, CA 94063

Pending

/

Stuart B. Schneck vs. Exigen (USA), Inc. et al.; Case No. CGC 12 520577

**Employment
Dispute
(Complaint re
Disability
Discrimination,
Breach of
Contract, etc.)**

Superior Court of California, County of San Francisco

**Dismissal
with prejudice
on January
22, 2013.**

/

CAPTION OF SUIT
AND CASE NUMBER

In re Martyn Sutton and Alexander van Gordon v. Exigen (USA), Inc., Exigen Insurance Solutaitons, Inc., Alec Miloslavsky, Gwen Gluckman, and Greg Shenkman (Case No. 12-CV-6267)

NATURE OF
PROCEEDING

Two ex-employees of Exigen Insurance Solutions sought commissions against named defendants.

COURT OR AGENCY
AND LOCATION

Eastern District of Pennsylvania

STATUS OR
DISPOSITION

Settled by Exigen Insurance Solutions, Inc. and awaiting dismissal with prejudice.

None

☐

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

**Time Warner Telecommunications Corporati
Attn: Director of Real Estate Services
One Time Warner Center
New York, NY 10019-8016**

DATE OF SEIZURE

March 2012

DESCRIPTION AND VALUE OF
PROPERTY

**Debtor was leasee of office space located at:
75 Rockefeller Plaza and 15 West 51st St., 17th Fl.
New York, NY 10019
Evicted from property on: March 2012**

5. Repossessions, foreclosures and returns

None

☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
CREDITOR OR SELLERDATE OF REPOSSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURNDESCRIPTION AND VALUE OF
PROPERTY

6. Assignments and receiverships

None

☒

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF
ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

None

☒

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CUSTODIANNAME AND LOCATION
OF COURT
CASE TITLE & NUMBERDATE OF
ORDERDESCRIPTION AND VALUE OF
PROPERTY

7. GiftsNone
☒

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON OR ORGANIZATIONRELATIONSHIP TO
DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND
VALUE OF GIFT**8. Losses**None
☒

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE
OF PROPERTYDESCRIPTION OF CIRCUMSTANCES AND, IF
LOSS WAS COVERED IN WHOLE OR IN PART
BY INSURANCE, GIVE PARTICULARS

DATE OF LOSS

9. Payments related to debt counseling or bankruptcyNone
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS
OF PAYEEDATE OF PAYMENT,
NAME OF PAYER IF OTHER
THAN DEBTORAMOUNT OF MONEY
OR DESCRIPTION AND VALUE
OF PROPERTY

Macdonald Fernandez LLP
221 Sansome Street, Third Floor
San Francisco, CA 94104-2323

10/24/2013, Daletona Global Limited
Palm Grova House

\$50,000.00**10. Other transfers**None
☒

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE,
RELATIONSHIP TO DEBTOR

DATE

DESCRIBE PROPERTY TRANSFERRED
AND VALUE RECEIVEDNone
☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER
DEVICEDATE(S) OF
TRANSFER(S)AMOUNT OF MONEY OR DESCRIPTION AND
VALUE OF PROPERTY OR DEBTOR'S INTEREST
IN PROPERTY

11. Closed financial accountsNone
☐

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Silicon Valley Bank 3003 Tasman Drive Santa Clara, CA 95054	Analysis Checking; Account No. XXXXXX3836	\$0.00; October 30, 2013
Wachovia Bank N.A. 500 Lake Cook Road, Suite 100 Deerfield, IL 60015	Money Market Account; Acct. No. xxxx-4411	\$0.00; 2005

12. Safe deposit boxesNone
☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. SetoffsNone
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another personNone
☒

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtorNone
☐

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
505 Montgomery Street, Ste. 2300, San Francisco, CA 94111	Exigen (USA), Inc.	1999 - April 2009
75 Rockefeller Plaza, 17th Floor, New York, NY 10104	Exigen (USA), Inc.	January 31, 2005 - March, 2012
345 California Street 22nd Floor San Francisco, CA 94104	Exigen (USA), Inc.	06/2009 - 04/2013

ADDRESS
345 California Street
10th Floor
San Francisco, CA 94104

NAME USED
Exigen (USA), Inc.

DATES OF OCCUPANCY
04/2013 - Present

16. Spouses and Former Spouses

None
☒

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None
☒

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None
☒

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None
☒

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None
☐

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Exigen (USA), Inc.	95-4407507	345 Montgomery Street 10th Floor San Francisco, CA 94104	Software and service company. Debtor incorporated and began operations under the name of Datamax Technologies, Inc. and changed to current name on March 13, 2001. Debtor ceased operations approximately June/July 2012. Trade Names: Exigen; Exigen USA; Exigen Group	January 21, 1993 - Present
Mobilae, Inc.	94-3351728	345 California St., 10th Floor San Francisco, CA 94104	/ Former subsidiary of Debtor (debtor owned 100% of entity)	01/12/2000 - 2012 (dissolved corporation per California Secretary of State)
Exigen Services, Inc.	01-0629397	345 California St., 10th Floor San Francisco, CA 94104	/ Former subsidiary of Debtor (debtor owned 100% of entity)	04/18/2001 - 08/14/2009 (suspended corporation per California Sec. of State)
IntelliEngine, Inc.	22-3541433	345 California St., 10th Floor San Francisco, CA 94104	/ Former subsidiary of Debtor (debtor owned 100% of entity) New Jersey Corporation	10/1997 - 2001

None
☒

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statementsNone
☒a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

None
☒b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

None
☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

**Equinix
IT services & computer repair; Server/data center equipment is
held within a caged area on the premises.****11 Great Oaks Blvd.
San Jose, CA 95119****Rowbothan & Company LLP****101 Second Street
Suite 1200
San Francisco, CA 94105**None
☒d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. InventoriesNone
☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)None
☒

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS**21. Current Partners, Officers, Directors and Shareholders**None
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None
☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP**Sergiy Synyansky
345 California Street
10th Floor
San Francisco, CA 94104****Director****0%****Andriy Dudnyk
345 California Street
10th Floor
San Francisco, CA 94104****Director****0%**

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Greg Shenkman 28 Meadow Hill Drive Belvedere Tiburon, CA 94920	Director	0%
Alec Miloslavsky 345 California Street 10th Floor San Francisco, CA 94104	Director	0%
Alexander Novak 345 California Street 10th Floor San Francisco, CA 94104	President and Treasurer	0%
Kimberlee S. Bogen 345 California Street 10th Floor San Francisco, CA 94104	Secretary	0%
Eugene Gusovsky 345 California Street 10th Floor San Francisco, CA 94104	Restructuring Project Manager	0%
Exigen, Ltd. 345 California Street 10th Floor San Francisco, CA 94104	Parent Corporation and Shareholder	100%

22 . Former partners, officers, directors and shareholdersNone
☒a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None
☐b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Greg Shenkman 65 A Appian Way South San Francisco, CA 94080	Terminated as President (currently still a director)	August 15, 2013
Matteo Marchetta 345 California Street 22nd Floor San Francisco, CA 94111	Treasurer	August 15, 2013
Stuartt Schneck 106 Estates Drive Piedmont, CA 94611	Secretary	August 15, 2013

23 . Withdrawals from a partnership or distributions by a corporationNone
☒If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.None
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.None
☒

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date November 19, 2013Signature /s/ Alexander Novak
Alexander Novak
President and Treasurer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**

Chapter **11**

STATEMENT PURSUANT TO RULE 2016(B)

The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:

1. The undersigned is the attorney for the debtor(s) in this case.
2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is:
 - a) For legal services rendered or to be rendered in contemplation of and in connection with this case \$ **50,000.00**
 - b) Prior to the filing of this statement, debtor(s) have paid \$ **50,000.00**
 - c) The unpaid balance due and payable is \$ **0.00**
3. \$ **0.00** of the filing fee in this case has been paid.
4. The Services rendered or to be rendered include the following:
 - a. Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code.
 - b. Preparation and filing of the petition, schedules, statement of affairs and other documents required by the court.
 - c. Representation of the debtor(s) at the meeting of creditors.
5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and **Daletona Global Limited Palm Grova House**
6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
8. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows:

Dated: **November 19, 2013**

Respectfully submitted,

/s/ Iain A. Macdonald

Attorney for Debtor: **Iain A. Macdonald 051073**
Macdonald Fernandez LLP
221 Sansome St., 3rd Flr.
San Francisco, CA 94104
(415) 362-0449 Fax: (415) 394-5544

**United States Bankruptcy Court
Northern District of California**

In re Exigen (USA), Inc.
Debtor

Case No. 13-32281

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Exigen, Ltd. 345 California Street 10th Floor San Francisco, CA 94104	Common	Owner of 100% of Capital Stock Shares	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President and Treasurer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 19, 2013

Signature /s/ Alexander Novak
Alexander Novak
President and Treasurer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Northern District of California**

In re **Exigen (USA), Inc.**

Debtor(s)

Case No. **13-32281**

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Exigen (USA), Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Exigen, Ltd.
345 California Street
10th Floor
San Francisco, CA 94104

☐ None [*Check if applicable*]

November 19, 2013

Date

/s/ Iain A. Macdonald

Iain A. Macdonald 051073

Signature of Attorney or Litigant

Counsel for **Exigen (USA), Inc.**

Macdonald Fernandez LLP

221 Sansome St., 3rd Flr.

San Francisco, CA 94104

(415) 362-0449 Fax:(415) 394-5544